

EXHIBIT B

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:) Chapter 11
)
W.R. GRACE & CO., *et al.*,) Case No. 01-1139 (JKF)
)
Debtors.) Jointly Administered
)

**ORDER LIMITING USE OF COURT'S FINDINGS
OR CONCLUSIONS WITH RESPECT TO SOLVENCY**

WHEREAS, the Official Committee of Asbestos Personal Injury Claimants (the "ACC") and the Asbestos PI Future Claimants' Representative (the "FCR") have filed a Joint Motion for Order Limiting Use of Court's Findings or Conclusions with Respect to Solvency (the "Motion");

WHEREAS, due and adequate notice of the Motion has been given, and objections, if any, to the Motion have been resolved or overruled;

WHEREAS, the Court having determined that just cause exists for the relief granted herein;

IT IS HEREBY ORDERED that:

Any findingsfinding made or conclusionsconclusion reached by the Court with respect to the Debtors' solvency ~~shall be used only for the purpose of assisting the Court to resolve the question of whether Unsecured Creditors, as defined in the Motion, are entitled to postpetition interest and shall for the purpose of determining whether to confirm the First Amended Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code of W. R. Grace & Co., et al., filed February 27, 2009 as Docket No. 20872 (as may be modified in accordance with its terms, the "Plan") (a) may~~ not be used by any party ~~in any proceeding~~ for any ~~other~~ purpose other than in connection with objections to or confirmation of the Plan, and (b) does not preclude any party from

offering any evidence on the issue of the Debtors' solvency in the event a plan of reorganization (other than the Plan) is proposed for confirmation.

IT IS SO ORDERED.

Dated: _____, 2009

The Honorable Judith K. Fitzgerald
United States Bankruptcy Judge